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Communications
Division5221 N. O'Connor Blvd.
Irving, TX 75039

September 4, 1997

HQL13B07

Ms. Carmen Madrid
Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

RE: GTE CARD SERVICES INCORPORATED NAME CHANGE
(Docket No. U-3258-96-492)

DOCUMENT CONTROL

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RECEIVED
AZ CORP COMMISSION

Dear Ms. Madrid:

Please be advised that GTE Card Services Incorporated has formally changed its name to "GTE Communications Corporation," as evidenced by the enclosed filing with the Arizona Corporation Commission Corporations Division.

We request Docket No. U-3258-96-492 and the application of GTE Card Services Incorporated d/b/a GTE Long Distance for a Certificate of Public Convenience and Necessity as a reseller of competitive telecommunications services, filed September 12, 1996, and all other filings, as appropriate, be amended to reflect the name change.

With the name change, d/b/a "GTE Long Distance" will no longer be used. Other than the name change, the corporation remains the same in all aspects as before. Please direct any questions related to the name change request to our attorney, Ms. Robin Blackwood, 972/717-8656, at the above address.

An extra copy of this letter and a self-addressed stamped envelope are enclosed for your use in returning a stamped "Receipt Copy" to the addressee. Thank you for your assistance.

Sincerely,

Paul Kuhar
Director-Regulatory Affairs

PK:rrh
Enclosure

Arizona Corporation Commission

DOCKETED

SEP 05 1997

DOCKETED BY

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

RENZ D. JENNINGS
COMMISSIONER



JACK ROSE
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

July 17, 1997

RE: GTE Communications Corporation

This letter concerns the document checked below which was filed on July 17, 1997

- (X) Articles of Amendment
- () Articles of Restatement
- () Articles of Merger
- () Application for New Authority
- () Statement of Intent to Dissolve (nonprofit)

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in Maricopa county for three (3) consecutive publications. As affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing.

Sincerely,

Sonia Greer
Examiner
Corporations Division
(602) 542-3135
1-800-345-5819 (AZ only)

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**APPLICATION FOR NEW AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**

EXPEDITED
AZ CORP. COMMISSION
DELIVERED

JUL 17 1997

FILED BY Louis Saez
TERM _____
DATE 7/17/97
F-0734988-3

We are a foreign corporation currently authorized to transact business in Arizona under the name:

GTE Card Services Incorporated

and must now file the attached Application for Authority pursuant to A.R.S. §10-1504 because we have changed the following in our domicile jurisdiction:

- ☒ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- ☐ The period of our duration.
- ☐ The state, province or country of our incorporation.

Attached to this Application is a certified copy of this amendment. We do not need to file copies of our Articles of Incorporation and any amendments already on file with our original application.

Also enclosed is the appropriate filing fee (U.S.) in the amount of \$175.00.

By: J. Wilma Aly
J. Wilma Aly
Assistant Secretary, July 14, 1997
[Title] [Date]

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS IN ARIZONA
BY**

GTE Communications Corporation

A (n) Delaware CORPORATION
(State, Province or Country)

1. The exact name of the foreign corporation is
GTE Communications Corporation

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:
Delaware

3. The foreign corporation was incorporated on the 30th day of November, 1988
and the period of its duration is Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

The Corporation Trust Company
Corporation Trust Center, 1209 Orange
Street, Wilmington, DE 19801

- 5.a. The name and street address of the statutory agent for the foreign corporation in Arizona is:

C T Corporation System
3225 North Central Avenue
Phoenix, Arizona 85012

5.b. The street address of the known place of business of the foreign corporation in Arizona
IF DIFFERENT from the street address of the statutory agent is:

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations, if any: (If none, so state.)

none

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

See attached list of
directors and officers _____ [title]

_____ [title]

_____ [title]

_____ [title]

8. The foreign corporation is authorized to issue 2,000 shares, itemized as follows:

(Attach additional sheets if necessary)

2,000 shares of Common (No series) [class or series] stock at

X no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

9. The foreign corporation has issued 2,000 shares, itemized as follows:

(Attach additional sheets if necessary)

2,000 shares of Common (No series) [class or series] stock at

X no par value or par value of \$_____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$_____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$_____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provision of telecommunications services and any other lawful purpose.

This application is accompanied by:

A Certificate of Disclosure containing the information set forth in Arizona Revised Statutes Section 10-202.D.

A certified copy of our articles of incorporation, all amendments (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated by the official having custody of corporate records in the state, province or country under whose laws we are incorporated (A.R.S. §10-1503.B).

The filing fee(s) (U.S.) made payable to the Arizona Corporation Commission.

DATED this 14 day of July, 19 97.

GTE Communications Corporation

[Name of Corporation]

Executed By _____

J. Wilma Aly, Assistant Secretary

[print name]

[title]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this _____ day of _____, 19 _____.

C T Corporation System

Signature

[Print name]

GTE COMMUNICATIONS CORPORATION

Officers

600 Hidden Ridge - Irving, TX 75038

Lewis O. Wilks	President
J. Wilma Aly	Assistant Secretary

1200 Walnut Hill Lane, Suite 2000 - Irving, TX 75038

H. Gordon Allen	Vice President
Richard M. Cameron	Vice President-Operations
Craig B. Ryason	Vice President-Marketing
Edward F. McNamara	Treasurer

5221 North O'Connor Boulevard - Irving, TX 75039

Robert G. McCoy	Executive Vice President- GTE Long Distance
Quentin E. Bredeweg	Vice President- GTE Long Distance
Paul M. Fuglie	Assistant Vice President- GTE Long Distance

GTE Place, D/FW Airport, TX 75261

Donald J. Engleman	Secretary
Sandra G. Parker	Assistant Secretary
Kevin D. Balsley	Assistant Treasurer

One Stamford Forum - Stamford, CT 06904

Brian Callahan	Assistant Treasurer
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1420 East Rochelle Road - Irving, TX 75039

Thomas N. Tiscione	Assistant Controller
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Directors

GTE Place, D/FW Airport, TX 75261

Earl A. Goode
Donald J. Engleman
W. Scott Hanle
Douglas C. LaVelle

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. § 10-202.D

GTE Communications Corporation
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX (A or B)
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

☒ **A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:**

1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

☐ **B. For any person or persons who have been or are subject to one or more of the statements in Items A. 1 through A.3 above, the following information MUST be attached:**

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?
Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare (s) that I (we) have examined this Certificate, including any attachments, and to the best of my (our) knowledge and belief it is true, correct, and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY J. Wilma Aly BY _____

PRINT NAME J. Wilma Aly PRINT NAME _____

TITLE Assistant Secretary DATE 7-14-97 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

C/F: 0022-Business Corporations

Rev. 7/96 (ARIZ. - 73 - 10/17/96) cr